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Attorney for Creditor  
UNITED PARCEL SERVICE, INC.

UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SANTA ANA DIVISION

In re  
TRX HOLDCO, LLC, a Delaware limited  
liability company,  
Debtor and Debtor-in-  
Possession.

Lead Case No. 8:22-BK-10948-SC

Jointly Administered with:  
8:22-bk-10949-SC

Chapter 11 Case

In re  
FITNESS ANYWHERE LLC, a Delaware  
limited liability company, dba TRX and TRX  
Training,  
Debtor and Debtor-in-  
Possession.

**REQUEST FOR ALLOWANCE AND  
PAYMENT OF ADMINISTRATIVE  
EXPENSE CLAIM OF UNITED  
PARCEL SERVICE, INC.**

- ☒ Affects Both Debtors  
☐ Affects TRX Holdco, LLC Only  
☐ Affects Fitness Anywhere, LLC Only

**TO THE HONORABLE SCOTT C. CLARKSON, U.S. BANKRUPTCY JUDGE:**

United Parcel Service, Inc. and its affiliates and subsidiaries (collectively, "UPS"), by and  
through its undersigned counsel, hereby submits this *Request of United Parcel Service, Inc. for*

1 *Allowance and Payment of Administrative Expense Claim* (the “Request”). In support of this  
2 Request, UPS respectfully states the following:

3 **JURISDICTION AND VENUE**

4 This court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and 11  
5 U.S.C. § 503.

6 This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). The  
7 statutory predicates for the relief requested herein are under 11 U.S.C. §§ 105 and 503.

8 Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

9 **BACKGROUND**

10 On June 8, 2022 (the “Petition Date”), the above-captioned debtors and debtors-in-  
11 possession (collectively, the “Debtors”) filed voluntary petitions for relief under Chapter 11 of  
12 title 11 of the United States Code (the “Bankruptcy Code”) with the United States Bankruptcy  
13 Court for the Central District of California (the “Court”).

14 On September 7, 2022, the Debtors filed the *Notice of Deadline to File Requests for*  
15 *Payment of Administrative Expense Priority Claims* [Docket No. 297]. That same day, the Court  
16 entered the *Order Establishing a Bar Date for Filing Administrative Expense Priority Claims*  
17 *Pursuant to 11 U.S.C. § 503* [Docket No. 300], pursuant to which October 15, 2022 was set as the  
18 deadline for filing administrative expense claims incurred in the period from the Petition Date  
19 through and including August 26, 2022 (the “Administrative Claim Period”).

20 Prior to the Petition Date, UPS provided various shipping and related services (the  
21 “Services”) to the Debtors. UPS continued providing Services to the Debtors following the  
22 Petition Date. According to UPS’s books and records, the Debtors are currently indebted and  
23 liable to UPS on account of Services provided during the Administrative Claim Period in the  
24 ordinary course of business in the total amount of \$108,968.24 (the “Administrative Expense  
25 Claim”). For the avoidance of doubt, the Administrative Expense Claim does not include  
26 prepetition amounts that remain due and owing to UPS, nor does the Administrative Expense  
27 Claim include postpetition amounts outside of the Administrative Claim Period that remain due  
28 and owing to UPS.

1 Additional detail regarding the amounts comprising the Administrative Expense Claim is  
2 provided in **Exhibit A**. Due to their voluminous nature, copies of the underlying invoices are not  
3 attached, but will be provided upon request.

4 UPS submits that the Administrative Expense Claim is entitled to allowance and payment  
5 as an administrative claim pursuant to section 503(b) of the Bankruptcy Code.

6 **RELIEF REQUESTED**

7 By this Request, UPS requests that the Court enter an order (a) allowing the  
8 Administrative Expense Claim in the full amount of \$108,968.24; (b) authorizing the Debtors to  
9 pay the balance of UPS's Administrative Expense Claim at such time as distributions are made to  
10 other administrative claimants, and in accordance with the priorities under the Bankruptcy Code;  
11 and (c) granting such other and further relief as the Court deems just and proper.

12 **RESERVATION OF RIGHTS**

13 The filing of this Request is not an election of remedies and is without prejudice to UPS's  
14 rights to assert claims against third parties, whether arising out of or relating to the facts and  
15 circumstances underlying UPS's claims herein, or otherwise. UPS hereby expressly preserves  
16 any and all rights, claims, causes of action, defenses, counterclaims or objections, or any similar  
17 rights, remedies or defenses against all persons or entities, whether in this court or elsewhere,  
18 whether currently existing or arising in the future, against whom it determines to have claims.

19 The execution and filing of this Request is not: (a) a waiver or release of UPS's rights  
20 against any other entity or person that may be liable for all or any part of the Administrative  
21 Expense Claim; (b) an election of remedies that waives or otherwise affects any other remedy,  
22 including UPS's right to file a general unsecured claim or any other claim in the Debtors'  
23 bankruptcy cases; or (c) a waiver of any of UPS's rights to have its claims herein and any  
24 defenses, counterclaims or objections thereto determined before a jury, by arbitration, or before  
25 any other judicial or administrative body having jurisdiction, and to the extent necessary to  
26 preserve such rights, make demand therefor.

27 UPS expressly preserves all claims, rights (including, but not limited to, any setoff,  
28 recoupment, and lien rights), and defenses it may have regarding the Debtors.

1 WHEREFORE, UPS respectfully requests that the Court enter an order, (a) allowing the  
2 Administrative Expense Claim in the full amount of \$108,968.24; (b) authorizing the Debtors to  
3 pay the balance of the Administrative Expense Claim at such time as distributions are made to  
4 other administrative claimants, and in accordance with the priorities under the Bankruptcy Code;  
5 and (c) granting such other and further relief as the Court deems just and proper.

6 Dated: October 14, 2022

ADAM A. LEWIS  
MORRISON & FOERSTER LLP

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9 By: /s/ Adam A. Lewis  
ADAM A. LEWIS

10 Attorney for Creditors  
11 UNITED PARCEL SERVICE, INC.  
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# EXHIBIT A

**Exhibit A**

Account #	Account Name	Invoice #	Invoice Date	Due Date	Invoice Amount (USD)	Admin Claim Amount (USD)
**94X4	FITNESS ANYWHERE LLC	*****4242	6/11/22	6/22/22	\$61,705.76	\$29.06
**94X4	FITNESS ANYWHERE LLC	*****4262	6/25/22	7/6/22	\$6,836.57	\$5,716.77
**4973	TRX – HQ	*****3262	6/25/22	7/6/22	\$237.15	\$136.48
**86Y5	FITNESS ANYWHERE LLC	*****5262	6/25/22	7/13/22	\$16,856.22	\$16,536.88
**94X4	FITNESS ANYWHERE LLC	*****4332	8/13/22	8/24/22	\$580.77	\$541.77
**4973	TRX – HQ	*****3332	8/13/22	8/24/22	\$8.29	\$8.29
**86Y5	FITNESS ANYWHERE LLC	*****5332	8/13/22	8/31/22	\$24,024.36	\$23,837.67
**94X4	FITNESS ANYWHERE LLC	*****4342	8/20/22	8/31/22	\$584.63	\$455.63
**4973	TRX – HQ	*****3342	8/20/22	8/31/22	\$88.40	\$88.40
**86Y5	FITNESS ANYWHERE LLC	*****5342	8/20/22	9/7/22	\$25,261.46	\$25,138.46
**94X4	FITNESS ANYWHERE LLC	*****4352	8/27/22	9/7/22	\$1,003.69	\$709.19
**4973	TRX – HQ	*****3352	8/27/22	9/7/22	\$2.15	\$2.15
**86Y5	FITNESS ANYWHERE LLC	*****5352	8/27/22	9/14/22	\$18,656.29	\$18,550.87
**94X4	FITNESS ANYWHERE LLC	*****4362	9/3/22	9/14/22	\$273.17	\$64.98
**4973	TRX – HQ	*****3362	9/3/22	9/14/22	\$4.30	\$4.30
**86Y5	FITNESS ANYWHERE LLC	*****5362	9/3/22	9/21/22	\$14,251.98	\$10,412.34
**94X4	FITNESS ANYWHERE LLC	*****4372	9/10/22	9/21/22	\$494.70	\$57.08
**86Y5	FITNESS ANYWHERE LLC	*****5372	9/10/22	9/28/22	\$43,841.64	\$3,761.30
**4973	TRX – HQ	*****3382	9/17/22	9/28/22	\$5.30	\$5.30
**86Y5	FITNESS ANYWHERE LLC	*****5382	9/17/22	10/5/22	\$56,034.71	\$1,351.15
**94X4	FITNESS ANYWHERE LLC	*****4392	9/24/22	10/5/22	\$2,385.56	\$10.86
**4973	TRX - HQ	*****3392	9/24/22	10/5/22	\$26.65	\$26.65
**86Y5	FITNESS ANYWHERE LLC	*****5392	9/24/22	10/12/22	\$21,707.40	\$1,492.20
**94X4	FITNESS ANYWHERE LLC	*****4402	10/1/22	10/12/22	\$1,227.72	\$30.46
<b>Total:</b>						<b>\$108,968.24</b>

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

Morrison & Foerster LLP, 425 Market Street, San Francisco, CA 94105-2482

A true and correct copy of the foregoing document entitled (*specify*): **Request for Allowance and Payment of Administrative Expense Claim of United Parcel Service, Inc.** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) October 14, 2022, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Lauren T Attard lattard@bakerlaw.com, aglorioso@bakerlaw.com;abeachdell@bakerlaw.com
- Ron Bender rb@lnbyg.com
- Shawn M Christianson cmcintire@buchalter.com, schristianson@buchalter.com
- Dana M Douglas dmddouglas@hotmail.com, douglas.danar115703@notify.bestcase.com
- Andrew Goodman agoodman@andyglaw.com, Goodman.AndrewR102467@notify.bestcase.com
- Michael I. Gottfried mgottfried@elkinskalt.com,  
cavila@elkinskalt.com,myuen@elkinskalt.com,docketing@elkinskalt.com
- Jonathan Gottlieb jdg@lnbyg.com
- Michael J Hauser michael.hauser@usdoj.gov
- Marsha A Houston mhouston@reedsmith.com, hvalencia@reedsmith.com
- Ori Katz okatz@sheppardmullin.com, lsegura@sheppardmullin.com
- William McCormick Bill.McCormick@ag.tn.gov
- Krikor J Meshefejian kjm@lnbyg.com
- Ali M Mojdehi amojdehi@btlaw.com,  
jgertz@btlaw.com;arego@btlaw.com;melissa.turpin@btlaw.com;docketinglitin@btlaw.com
- Jennifer L Nassiri JNassiri@sheppardmullin.com, bdelacruz@sheppardmullin.com
- Aron M Oliner roliner@duanemorris.com
- Paul J Pascuzzi ppascuzzi@ffwplaw.com, docket@ffwplaw.com
- Christopher O Rivas crivas@reedsmith.com, chris-rivas-8658@ecf.pacerpro.com
- Lindsey L Smith lls@lnbyg.com, lls@ecf.inforuptcy.com
- United States Trustee (SA) ustpreion16.sa.ecf@usdoj.gov

☐ Service information continued on attached page

### **2. SERVED BY UNITED STATES MAIL:**

On (*date*) October 14, 2022, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Hon. Scott C. Clarkson, U.S. Bankruptcy Court, Ronald Reagan Federal Building, 411 W. Fourth Street, Suite 5130, Santa Ana, CA 92701

☐ Service information continued on attached page

**3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) \_\_\_\_\_, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to

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This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

10/14/2022 Margaret McIlhargie  
*Date Printed Name*

/s/ Margaret McIlhargie  
*Signature*

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This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.